

SECURITIES AND EXCHANGE COMMISSION-Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OM	B APPROVAL	
OMB NUMBER:	3235-0076	
Expires;	April 30, 2008	
Estimated average burd	en	
hours per response	16.00	

	SEC USE ONLY	
Prefix	Serial	_
		.

Name of Offering (□ check if this is an amer	ndment and name has changed, and indicate change.)		
Convertible Promissory Notes		07049692	}
Filing Under (Check box(es) that apply): Type of Filing: ■ New Filing □ Amendm	☐ Rule 504 ☐ Rule 505 ■ Rule 506 ☐ Section	PROCESSE	.
	A. BASIC IDENTIFICATION DAT	A CAPT	U -
1. Enter the information requested about the	issuer	P APR 0 9 2007	1
Name of Issuer (check if this is an amendation of the Health Central Network, Inc.	nent and name has changed, and indicate change.)	THOMSON FINANCIAL	
Address of Executive Offices (Number	and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	- · · · ·
1655 N. Fort Myer Drive #400, Arlington,	VA 22209	703-302-1040	
Address of Principal Business Operations (in different from Executive Offices)	f (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	:
Brief Description of Business:			
The HealthCentral Network, Inc. has a co	llection of owned and operated Web sites and multimedi		
information, personalized tools and resout their health.	rces, and connections to a vast community of leading exp	erts and patients for people seeking to manage a	nd improve
	rces, and connections to a vast community of leading exp	erts and patients for people seeking to manage a	nd improve
their health.	rces, and connections to a vast community of leading exp	☐ other (please specify):	nd improve
their health. Type of Business Organization	☐ limited partnership, already formed ☐ limited partnership, to be formed		nd improve
their health. Type of Business Organization ■ corporation □ business trust	☐ limited partnership, already formed☐ limited partnership, to be formed☐ Month Year	□ other (please specify):	nd improve
their health. Type of Business Organization ■ corporation □ business trust Actual or Estimated Date of Incorporation or	☐ limited partnership, already formed☐ limited partnership, to be formed☐ Month Year	□ other (please specify): □ Estimated	nd improve

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required. A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
Each executive officer and dire Each general and managing pa	the issuer has be the power to vote ector of corporate	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer, hip issuers; and
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					ý -
Sahuaadau Chuistanhau					
Schroeder, Christopher Business or Residence Address	(Number and 9	Street, City, State, Zip Co	de)		
Justiness of Headers Headers	(1.441100141101	5, 5, 5, 2.p 00			4
c/o The HealthCentral Network, Inc., 1	655 N. Fort My	er Drive #400, Arlingtor			
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Allman, William					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
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c/o The HealthCentral Network, Inc., 1				 	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					Ė
Cail, Bryon					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)		
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c/o The HealthCentral Network, Inc., 1					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					i i
Andrews, Lyn					1
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	de)		
(T) W M C . IN . I	(55.31 F) . 3.5		114 44400		
c/o The HealthCentral Network, Inc., I Check Box(es) that Apply:		er Drive #400, Arlington	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)	□ Promoter	1 Beneficial Owner	■ Executive Officer	Li Dilector	O General and/or Managing Farther
Ton value (Last hame 113t, 11 marvioual)					
Rothrock, Scott				·····	
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o The HealthCentral Network, Inc., 1	655 N Fort My	er Drive #400 Arlingtor	n VA 22209		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		D Denotion o whee	<u> </u>		
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Browner, Michael	01 1	O': C: . 7' O			
Business or Residence Address	(Number and)	Street, City, State, Zip Co	rde)		
c/o The HealthCentral Network, Inc., 1	655 N. Fort My	er Drive #400, Arlingtor	n, VA 22209		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			,		
Grady, Robert Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)		
Business of Residence Address	(Number and	Street, City, State, Zip Ci	oue)		
c/o The HealthCentral Network, Inc., 1	655 N. Fort My	er Drive #400, Arlington	n, VA 22209		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Spage Alan					
Spoon, Alan Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

c/o The HealthCentral Network, Inc., 1655 N. Fort Myer Drive #400, Arlington, VA 22209

					
Enter the information requested for t Each promoter of the issuer, if Each beneficial owner having t Each executive officer and dire Each general and managing part	the issuer has be he power to vote ctor of corporate	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		lass of equity securities of the issuer;
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	D I loniotei	- Deliciteial Owlier		Li Dilottoi	Ochera mico manging ranner
7 (2007 (2007))					•
Nashed, Ashraf					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		1
c/o The HealthCentral Network, Inc., 16	SS N Fort Mu	er Drive #400 Arlington	. VA 22200		•
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	G 110motes	Belieficial Owner		D Director	B depends and or triumaging statutes
(•		
Polaris Ventures Partners IV, L.P.			<u> </u>		
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
1000 Winter Street, Suite 3350, Boston,	MA 02451				j.
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		- Delicitoral C Wiles		<u> </u>	
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Carlyle Venture Partners II, L.P.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
1001 Pennsylvania Avenue, N.W., Wash	ington, D.C. 20	004			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
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Sequoia Capital XI Business or Residence Address	(Niverbon and C	Street City State Zin Co	4-5		<u> </u>
business of Residence Address	(Number and S	street, City, State, Zip Co	de)		
3000 Sand Hill Road, Building 4, Suite 1	80, Menlo Parl	k, CA 94025			Ů
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	-				
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Business or Residence Address	(Number and S	Street, City, State, Zip Co	da)		· · · · · · · · · · · · · · · · · · ·
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Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)		
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Check Box(es) that Apply:					- The state of the
	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Business or Residence Address		☐ Beneficial Owner Street, City, State, Zip Co		□ Director	☐ General and/or Managing Partner
				☐ Director	☐ General and/or Managing Partner
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		· · · · · · · · · · · · · · · · · · ·
Business or Residence Address Check Box(es) that Apply:				☐ Director	☐ General and/or Managing Partner ☐ General and/or Managing Partner
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		· · · · · · · · · · · · · · · · · · ·

(Number and Street, City, State, Zip Code)

Business or Residence Address

A. BASIC IDENTIFICATION DATA

		<u> </u>
B. INFORMATION ABOUT OFFERING))
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No
Answer also in Appendix, Column 2, if filing under ULOE.	٥	. = 1
2. What is the minimum investment that will be accepted from any individual?	S n/a	
	Yes	No
3. Does the offering permit joint ownership of a single unit?		•
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or		
similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or		
dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information		÷
for that broker or dealer only.		· · · · · · · · · · · · · · · · · · ·
Full Name (Last name first, if individual) None.		,
Business or Residence Address (Number and Street, City, State, Zip Code)	·	
Dustiness of Residence Address (Number and Steet, City, State, Elp Code)		
Name of Associated Broker or Dealer		
States in which Person Listed Has Solicited or Intends to Solicit Purchasers		1
,	All States	1
_[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] _[IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN]	_ [HI] _ [MS]	_ [ID] [MO]
[MT] [NE] [NV] {NH] [NJ] [NM] {NY] [NC] [ND] [OH] [OK]	_ [OR]	[PA]
_ [RJ] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [WY]	_ [PR]
Full name (Last name first, if individual)		;
Business or Residence Address (Number and Street, City, State, Zip Code)		
Distincts of Newtonice Figures and Street, City, State, Elp Code)		,
Name of Associated Broker or Dealer		
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States in which Person Listed Has Solicited or Intends to Solicit Purchasers		į
(Check "All States" or check individual States)	All States	à
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Full Name (Last name first, if individual)		
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Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		"
name of Associated broker of Dealer		
States in which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)	All States	4
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(MT)(NE){NV}[NH][NJ](NM]{NY}[NC][ND]{OH}[OK][RI]{SC}(SD){TN}[TX](UT]{VT}[VA][WA][WV][WI]	_ [OR] _ [WY]	_ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	S	s
	Equity	S _	\$
	Common		
	Convertible Securities (including warrants)	\$_6,000,000	\$_3,000,000
	Partnership Interests	s	\$
	Other (Specify)	s	s
	Total	\$_6,000,000	\$_3,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		!
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	4	\$_3,000,000
	Non-accredited Investors		S
	Total (for filings under Rule 504 only)		•
	Answer also in Appendix, Column 4, if filing under ULOE		3
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		\$
	Rule 505		•
	Regulation A		J
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		•
	Transfer Agent's Fees	D C	2
	Printing and Engraving Costs		•
		0	3
	Legal Fees	•	\$20,000
	Accounting Fees	٥	\$
	Engineering Fees		\$ <u></u>
	Sales Commissions (specify finders' fees separately)	o	s
	Other Expenses (identify)	D	S
	Total		\$ 20,000

b. Enter the difference between the age	. Communication in the company of the Part C - 1				
1 and total expenses furnished in respor	gregate offering price given in response to Part C - t nse to Part C - Question 4.a. This difference is the			. 5	5,980,000
for each of the purposes shown. If the	ted gross proceeds to the issuer used or proposed to amount for any purpose is not known, furnish an estrate. The total of the payments listed must equal the forth in response to Part C — Question 4.b above.	timate			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		D	\$		\$
Purchase of real estate		0	\$	0	\$
Purchase, rental or leasing and installat	ion of machinery and equipment	0	s	ø	\$
Construction or leasing of plant building	ngs and facilities		\$	O	5
Acquisition of other business (includin	g the value of securities involved in this offering				
that may be used in exchange for the as merger)	ssets or securities of another issuer pursuant to a	a	s	0	s
• •	***************************************	a	\$		\$
Working capital);;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;	0	\$	•	\$ <u>5,980,000</u>
Other (specify):		. 0	\$	₽	\$
			s	0	\$
Column Totals		•	s <u> </u>		\$_5,980,000
Total Payments Listed (column totals a	added)		■ S_ <u>.</u> ;	5,980,000	-
Total Payments Listed (column totals a		un p	= \$ <u>.</u>	5,980,000	
Total Payments Listed (column totals (D. FEDERAL SIGNATU	JRE	= \$ <u>.</u>	5,980,000	
	D. FEDERAL SIGNATO	If this potice	e is filed under Rule 505, the	following	signature constitu
ne issuer has duty caused this notice to be	D. FEDERAL SIGNATE signed by the undersigned duly authorized person. e U.S. Securities and Exchange Commission, upon	If this potice	e is filed under Rule 505, the	following	signature constitu
ne issuer has duly caused this notice to be a undertaking by the issuer to furnish to the on-accredited investor pursuant to paragrap	b. FEDERAL SIGNATE signed by the undersigned duly authorized person. e U.S. Securities and Exchange Commission, upon ph (b)(2) of Rule 502.	If this notice written requ	e is filed under Rule 505, the est of its staff, the informatio	following n furnished	signature constitu
ne issuer has duly caused this notice to be a undertaking by the issuer to furnish to the un-accredited investor pursuant to paragray suer (Print or Type)	b. FEDERAL SIGNATE signed by the undersigned duly authorized person. e U.S. Securities and Exchange Commission, upon the (b)(2) of Rule 502.	If this notice written requ	e is filed under Rule 505, the est of its staff, the informatio	following n furnished	signature constitu
ne issuer has duly caused this notice to be undertaking by the issuer to furnish to the neaccredited investor pursuant to paragraphics (Print or Type) the Health Central Network, Inc.	b. FEDERAL SIGNATE signed by the undersigned duly authorized person. e U.S. Securities and Exchange Commission, upon ph (b)(2) of Rule 502.	If this notice written requ	e is filed under Rule 505, the est of its staff, the informatio	following n furnished	signature constitu
	b. FEDERAL SIGNATE signed by the undersigned duly authorized person. e U.S. Securities and Exchange Commission, upon the (b)(2) of Rule 502. Signature	If this notice written requ	e is filed under Rule 505, the est of its staff, the informatio	following n furnished	signature
ne issuer has duly caused this notice to be a undertaking by the issuer to furnish to the on-accredited investor pursuant to paragraphsuer (Print or Type) he Health Central Network, Inc.	b. FEDERAL SIGNATE signed by the undersigned duly authorized person. e U.S. Securities and Exchange Commission, upon the (b)(2) of Rule 502. Signature	If this notice written requ	e is filed under Rule 505, the est of its staff, the informatio	following n furnished	signature constit
ne issuer has duly caused this notice to be a undertaking by the issuer to furnish to the in-accredited investor pursuant to paragraphics (Print or Type) the Health Central Network, Inc.	signed by the undersigned duly authorized person. e U.S. Securities and Exchange Commission, upon oph (b)(2) of Rule 502. Signature Title of Signer (Print or Type)	If this notice written requ	e is filed under Rule 505, the est of its staff, the informatio	following n furnished	signature constitu
ne issuer has duly caused this notice to be a undertaking by the issuer to furnish to the in-accredited investor pursuant to paragraphics (Print or Type) the Health Central Network, Inc.	signed by the undersigned duly authorized person. e U.S. Securities and Exchange Commission, upon oph (b)(2) of Rule 502. Signature Title of Signer (Print or Type)	If this notice written requ	e is filed under Rule 505, the est of its staff, the informatio	following n furnished	signature constitu
ne issuer has duly caused this notice to be a undertaking by the issuer to furnish to the in-accredited investor pursuant to paragraphics (Print or Type) the Health Central Network, Inc.	signed by the undersigned duly authorized person. e U.S. Securities and Exchange Commission, upon oph (b)(2) of Rule 502. Signature Title of Signer (Print or Type)	If this notice written requ	e is filed under Rule 505, the est of its staff, the informatio	following n furnished	signature constitu
ne issuer has duly caused this notice to be a undertaking by the issuer to furnish to the in-accredited investor pursuant to paragraphics (Print or Type) the Health Central Network, Inc.	signed by the undersigned duly authorized person. e U.S. Securities and Exchange Commission, upon oph (b)(2) of Rule 502. Signature Title of Signer (Print or Type)	If this notice written requ	e is filed under Rule 505, the est of its staff, the informatio	following n furnished	signature constitu

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